

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., *et. al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)
Jointly Administered

Objection deadline: *March 6, 2006 at 4:00 p.m.*

**TWENTY SECOND MONTHLY FEE APPLICATION OF
PROTIVITI INC. AS DEBTORS' SARBANES OXLEY
COMPLIANCE ADVISORS FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
JULY AND AUGUST 2005**

Name of Applicant:

Protiviti Inc.

Authorized to Provide Services to:

Debtors

Date of Retention:

Order dated November 17, 2003,
nunc pro tunc to June 30, 2003

Period for which compensation
and reimbursement is sought:

July 1, 2005 through August 31, 2005

Amount of Compensation sought
as actual, reasonable and necessary

\$22,230.60

Amount of Expense Reimbursement
sought as actual, reasonable and necessary

\$1,344.05

This is a(n): X interim

 Final application

Prior applications: None.

Local Form 102
(Page 1 of 3 Pages)

TIMEKEEPER SUMMARY

Name of Professional	Position of the Applicant / Number of Years Experience in Profession	Hourly Billing Rate	Total Hours Billed	Total Compensation
Hendrixson, Marie	Managing Director 18 years	\$300	2.7	\$810.00
Petito, Matthew	Manager 7 years	\$240	9.0	\$2,160.00
Brozzeti, Michael	Senior Consultant, Information Tech. 4.5 years	\$188	102.5	\$19,260.60
		Totals	114.2	\$22,230.60

Local Form 102
(Page 2 of 3 Pages)

COMPENSATION BY PROJECT CATEGORY

Project Category (Examples)	Total Hours	Total Fees
Asset Analysis and Recovery	0	0
Asset Disposition	0	0
Business Operations	0	0
Case Administration	0	0
Claims Administration and Objections	0	0
Employee Benefits/Pension	0	0
Retention of Professionals	0	0
Fee Applications	114.2	\$22,230.60
Fee Application Objections	0	0
Financing	0	0
Security Issues	0	0
Litigation	0	0
Plan and Disclosure Statement	0	0
Relief from Stay Proceedings	0	0
Other (Explain) • Sarbanes-Oxley Compliance Services	0	0
Other (Explain)	0	0
Accounting/Auditing	0	0
Business Analysis	0	0
Corporate Finance	0	0
Data Analysis	0	0
Total	114.2	\$22,230.60

Local Form 102
(Page 3 of 3 Pages)

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Transportation	N/A	\$198.00
Lodging	N/A	\$739.20
Sundry	N/A	\$0
Business Meals / Entertainment	N/A	\$406.85
Total Expenses		\$1,344.05

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., *et al.*,
Debtors.

Chapter 11

Case No. 01-1139 (JKF)
Jointly Administered

Objection deadline: March 6, 2006 at 4:00 p.m.

CERTIFICATION OF MARIE HENDRIXSON

I, Marie Hendrixson, hereby certify that:

1. I am a managing director with Protiviti Inc. ("Protiviti"). Protiviti was retained by W.R. Grace & Co. and the other above-captioned debtors (collectively, the "Debtors") as Sarbanes Oxley Compliance Advisors for the Debtors pursuant to Section 327(a) of Title 11 of the United States Code, 11 U.S.C. § 101 and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure. The nature and scope of Protiviti's services are described in the *Monthly Fee Application of Protiviti Inc., Sarbanes Oxley Compliance Advisors for the Debtors, For Allowance of Compensation and Reimbursement of Expenses for July and August 2005* (the "Application"), which is being submitted contemporaneously with this Certification to this Court. This Certification is made in support of the Application and in compliance with the *Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures/or Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* (the "Amended Administrative Order").

2. I have read the Application and I certify as follows:

(a) The expenses for which reimbursement is requested by Protiviti in the Application are reasonable and were necessary and incidental to the services performed by and for the Debtors.

(b) To the best of my knowledge, information, and belief, formed after

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reasonable inquiry, except as expressly stated to the contrary, the Application complies with the mandatory provisions set forth in the Amended Administrative Order.


(c) To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Administrative Procedures Guidelines.

(d) The fees and disbursements for which reimbursement is sought in this Application are billed at rates and in accordance with practices customarily employed by Protiviti and generally accepted by the clients of Protiviti.

(e) Protiviti does not make a profit on the expenses for which it seeks reimbursement in the Application.

(f) In charging for a particular service, Protiviti does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment, or capital outlay.

(g) In seeking reimbursement for a service, which Protiviti justifiably purchased from a third party, Protiviti requests reimbursement only for the actual amount billed to Protiviti by the third party vendor and paid by Protiviti to such vendor.


Marie Hendrixson

Dated: August 28, 2005
Philadelphia, PA

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)

Objection Deadline: March 6, 2006 at 4:00 p.m.

Hearing Date: TBD only if necessary

**FEE DETAIL FOR PROTIVITI INC.'S MONTHLY FEE APPLICATION
FOR THE PERIOD FROM AUGUST 1, 2005 THROUGH AUGUST 31, 2005**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Arnicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT "A"

Protiviti Inc.
W. R. Grace & Co. Time Tracking Summary
Period Covered: July - August 2005

Name	Position	Number of Years in Profession	Hourly Billing Rate	Total Hours Billed	Total Fees
Hendrixson, Marle	Managing Director	18	\$ 300.00	2.7	\$ 810.00
Pelito, Matt	Manager	7	\$ 240.00	9.0	\$ 2,160.00
Brozzetti, Michael	Senior Consultant, IT	4.5	\$ 188.00	102.5	\$ 19,260.60
			Totals	114.2	\$ 22,230.60

Protiviti Inc.
W. R. Grace & Co. Detailed Time Report
Month Ended August 31, 2005

Name: Marie Hendrixson
Level: Managing Director

Date	Detailed Task / Activity	Bill Rate	Hours	Fees
5-Jul-05	Discussed project planning with Mike Brozzetti	\$ 300	0.2	\$ 60.00
12-Aug-05	Finalized statement of work contract for SOA Year 2 testing; submitted to Marie Hendrixson, Brian Kenny and Barb Summerson for approval	\$ 300	2	\$ 600.00
15-Aug-05	Discussed project timing with Marie Hendrixson	\$ 300	0.5	\$ 150.00
	Totals		2.7	\$ 810.00

Protiviti Inc.
W. R. Grace & Co. Detailed Time Report
Month Ended August 31, 2005

Name: Matthew Petito
Level: Manager

Date	Detailed Task / Activity	Bill Rate	Hours	Fees
13-Jul-05	Drafted statement of work contract for SOA Year 2 testing	\$ 240	4	\$ 960.00
13-Jul-05	Discussed project setup for SOA Year 2 IT testing with Mike Brozzetti	\$ 240	1	\$ 240.00
27-Jul-05	Discussed contract and related scope with Barb Summerson; expectations and timing	\$ 240	1	\$ 240.00
12-Aug-05	Finalized statement of work contract for SOA Year 2 testing; submitted to Marie Hendrixson, Brian Kenny and Barb Summerson for approval	\$ 240	2.5	\$ 600.00
15-Aug-05	Discussed project timing with Marie Hendrixson	\$ 240	0.5	\$ 120.00
	Totals		9.0	\$ 2,160.00

Protiviti Inc.
W. R. Grace & Co. Detailed Time Report
Month Ended August 31, 2005

Name: Michael Brozzell
Level: Senior Consultant, IT

Date	Detailed Task / Activity	Bill Rate	Hours	Fees
5-Jul-05	Discuss project planning with Marie Hendrixson	\$ 188.00	0.2	\$ 37.60
6-Jul-05	Call regarding project scope and planning with Barb Summerson, Grace IT Audit Manager.	\$ 188.00	1	\$ 188.00
7-Jul-05	Conference call with Barb Summerson & Christine Saxon to discuss scope, approach, and timing.	\$ 188.00	0.5	\$ 94.00
12-Aug-05	Coordination of Travel to meet with Barb Summerson for Columbia MD	\$ 188.00	0.2	\$ 37.60
12-Aug-05	Download and documentation preparation for IT controls testing for Ceridian, SOAR, WAN, LAN, and Operating System control testing.	\$ 188.00	1.8	\$ 338.40
15-Aug-05	Kick-off meetings with Renee Schoff, George Bollock, Val Mrozek, Augie Barquin, and Marty Krist to discuss changes to IT controls within respective areas of each process owners.	\$ 188.00	8.5	\$ 1,598.00
16-Aug-05	SOX Portal Download of Lead Sheets and Supporting Testing Documentation for Ceridian Security, Ceridian Change Management, SOAR Application Security, SOAR Change Management, Wide Area Network, and Local Area Network. Preparation of client request items for test meetings scheduled for August 17th, 2005.	\$ 188.00	8.5	\$ 1,598.00
17-Aug-05	Initial control testing meetings with Marty Krist, Renee Schoff, and Augie B. Discussed changes to controls and test procedures for the following SOX defined risk areas; Ceridian, SOAR, LAN, & WAN.	\$ 188.00	9	\$ 1,692.00
18-Aug-05	Performed audit testing and documentation of controls in the SOAR application area. Met with Marty Krist to perform observation testing for SOAR Change Management.	\$ 188.00	8	\$ 1,504.00
19-Aug-05	Review of UNIX Operating System and Infrastructure risk and control matrices, downloading of matrices from Sarbanes portal, and preparation of client request list.	\$ 188.00	7	\$ 1,316.00
22-Aug-05	Meeting with Vladimir Polyakov to discuss firewall controls. Updated and documented control tests regarding firewall security and monitoring.	\$ 188.00	8.75	\$ 1,645.00
23-Aug-05	Meeting with Srin V. to discuss updates to the SAP Security environment. Documentation of key SAP application level security controls and tests of operating effectiveness.	\$ 188.00	9	\$ 1,692.00
24-Aug-05	Meeting with Renee Shoff in regard to LAN and Network changes, Documentation of LAN/WAN controls.	\$ 188.00	8.5	\$ 1,598.00

25-Aug-05	Documentation of Firewall Controls In the WAN Process.	\$ 188.00	6	\$ 1,128.00
29-Aug-05	Meeting with Pete Wood to kick off UNIX O/S control testing. Documentation of LAN control tests in Columbia including termination testing, administration testing, access changes to LAN resources. Also documented SAP general password controls and configuration settings.	\$ 188.00	8.5	\$ 1,598.00
30-Aug-05	Conference call with Frank LaPerriere for SAP testing. Documentation of LAN/WAN control tests including remote VPN access, account authorizations, and SAP controls in regard to new account approvals.	\$ 188.00	8.5	\$ 1,598.00
31-Aug-05	Meeting with Marty Krist to test SAP SOAR Change Management Controls. Testing and Documentation of Change Controls.	\$ 188.00	8.5	\$ 1,598.00
Totals			102.5	\$ 19,260.60

EXHIBIT "C"

Protiviti Inc.
W. R. Grace & Co. Expense Summary
Period Covered: July - August 2005

Expense Category	Service Provider	Total Expenses
Transportation	N/A	\$ 198.00
Lodging	N/A	\$ 739.20
Sundry	N/A	\$ -
Business Meals	N/A	\$ 406.85
Total		\$ 1,344.05

Prohivill Inc.
W. R. Graca & Co. Expense Tracking
Period Covered: July - August 2006

Name: Michael Brozzell		Expense Detail		Expense Category				
Level: Senior Consultant, IT								
Date	Description of Expense	Amount	Transportation	Lodging	Sundry	Business Meals/Entertainment	Totals	
16-Aug-05	Mileage in excess of normal commute from Philadelphia PA to Columbia MD (110 miles * .35 per mile)	\$ 39.60	\$ 39.60				\$ 39.60	
15-Aug-05	Dinner at Uno's Pizzeria in Columbia MD for myself	\$ 17.10				\$ 17.10	\$ 17.10	
16-Aug-05	Lunch at Chickin Out in Columbia MD for myself	\$ 9.80				\$ 9.80	\$ 9.80	
16-Aug-05	Dinner at Olive Grove Restaurant in Linthicum MD for myself and Matt Peltis to get further acquainted with project and company	\$ 47.00				\$ 47.00	\$ 47.00	
17-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 8.50				\$ 8.50	\$ 8.50	
17-Aug-05	Lunch at Greco Cafe for myself	\$ 7.50				\$ 7.50	\$ 7.50	
17-Aug-05	Dinner at Friday's at Hanover MD for myself	\$ 18.50				\$ 18.50	\$ 18.50	
16-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 7.50				\$ 7.50	\$ 7.50	
16-Aug-05	Lunch at Greco cafe for myself	\$ 7.25				\$ 7.25	\$ 7.25	
16-Aug-05	Dinner at Apple Bee's in Columbia MD for myself	\$ 25.00				\$ 25.00	\$ 25.00	
18-Aug-05	Lunch at Bigle Fresh in Columbia MD for myself	\$ 10.25				\$ 10.25	\$ 10.25	
18-Aug-05	Mileage in excess of normal commute from Columbia MD to Philadelphia PA (110 miles * .35 per mile)	\$ 39.60	\$ 39.60				\$ 39.60	
18-Aug-05	Hotel Lodging at Hampton Inn in Columbia MD (4 nights) for myself	\$ 422.40		\$ 422.40			\$ 422.40	
22-Aug-05	Mileage in excess of normal commute from Philadelphia PA to Columbia MD (110 miles * .35 per mile)	\$ 39.60	\$ 39.60				\$ 39.60	
22-Aug-05	Lunch at Greco Cafe for myself	\$ 9.75				\$ 9.75	\$ 9.75	
22-Aug-05	Dinner at Carabba's in Columbia MD for myself	\$ 25.60				\$ 25.60	\$ 25.60	
22-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 8.00				\$ 8.00	\$ 8.00	
23-Aug-05	Lunch at Bigle Fresh in Columbia MD for myself	\$ 9.35				\$ 9.35	\$ 9.35	
23-Aug-05	Dinner at Friday's in Columbia MD for myself	\$ 22.60				\$ 22.60	\$ 22.60	
24-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 8.00				\$ 8.00	\$ 8.00	
24-Aug-05	Lunch at Columbia Mall in Columbia MD for myself	\$ 10.50				\$ 10.50	\$ 10.50	
24-Aug-05	Dinner at Pizzeria UNOS in Columbia MD for myself	\$ 22.00				\$ 22.00	\$ 22.00	
24-Aug-05	Mileage in excess of normal commute from Columbia MD to Philadelphia PA (110 miles * .35 per mile)	\$ 39.60	\$ 39.60				\$ 39.60	
24-Aug-05	Hotel Lodging at Hampton Inn in Columbia MD (3 nights) for myself	\$ 316.80		\$ 316.80			\$ 316.80	
28-Aug-05	Mileage in excess of normal commute from Philadelphia PA to Columbia MD (110 miles * .35 per mile)	\$ 39.60	\$ 39.60				\$ 39.60	
28-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 8.00				\$ 8.00	\$ 8.00	
29-Aug-05	Lunch at Friday's in Columbia MD for myself	\$ 17.50				\$ 17.50	\$ 17.50	
29-Aug-05	Dinner at Outback Steakhouse in Columbia MD for myself	\$ 25.50				\$ 25.50	\$ 25.50	
30-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 8.00				\$ 8.00	\$ 8.00	
30-Aug-05	Lunch at Columbia Mall in Columbia MD for myself	\$ 12.00				\$ 12.00	\$ 12.00	
30-Aug-05	Dinner at Thera Amore in Columbia MD for myself	\$ 26.00				\$ 26.00	\$ 26.00	
31-Aug-05	Breakfast at Einstein's Bagels in Columbia MD for myself	\$ 8.00				\$ 8.00	\$ 8.00	
31-Aug-05	Lunch at Greco cafe for myself	\$ 7.75				\$ 7.75	\$ 7.75	
31-Aug-05	Dinner at Olive Garden in Columbia MD for myself	\$ 22.00				\$ 22.00	\$ 22.00	
31-Aug-05	Totals	\$ 1,344.05	\$ 108.00	\$ 739.20	\$ -	\$ 408.85	\$ 1,344.05	

Grand Totals		Amount		Transportation		Business Meals/Entertainment		Totals	
		\$ 1,344.05	\$ 739.20	\$ 198.00	\$ -	\$ 408.85	\$ 1,344.05	\$ 1,344.05	\$ 1,344.05

Grand Totals	Amount	Transportation	Lodging	Sundry	Business Meals/Entertainment	Totals
	\$ 1,344.05	\$ 108.00	\$ 739.20	\$ -	\$ 408.85	\$ 1,344.05